

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

| OMB APPROVAL                                 |           |
|--|-----------|
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|   |  |   |
|---|--|---|
| 1. Name and Address of Reporting Person*<br><u>Engle Barry L II</u><br><br>(Last) (First) (Middle)<br>300 RENAISSANCE CENTER<br>M/C: 482-C23-D24<br><br>(Street)<br>DETROIT MI 48265-3000<br><br>(City) (State) (Zip) | 2. Issuer Name and Ticker or Trading Symbol<br><u>General Motors Co [ GM ]</u> | 5. Relationship of Reporting Person(s) to Issuer<br>(Check all applicable)<br><br>Director 10% Owner<br><input checked="" type="checkbox"/> Officer (give title below) Other (specify below)<br><u>Executive Vice President</u> |
|   | 3. Date of Earliest Transaction (Month/Day/Year)<br>02/10/2018                 |   |
| 4. If Amendment, Date of Original Filed (Month/Day/Year)  |  |   |

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) |   | 4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5) |            |         | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|------------|---------|---|--|---|
|                                 |                                      |  | Code                           | V | Amount  | (A) or (D) | Price   |   |  |   |
| Common Stock <sup>(1)</sup>     | 02/10/2018                           |  | M                              |   | 4,286   | A          | \$0     | 10,934  | D  |   |
| Common Stock                    | 02/10/2018                           |  | F                              |   | 1,226   | D          | \$41.46 | 9,708   | D  |   |
| Common Stock <sup>(2)</sup>     | 02/11/2018                           |  | M                              |   | 2,717   | A          | \$0     | 12,425  | D  |   |
| Common Stock                    | 02/11/2018                           |  | F                              |   | 778   | D          | \$41.46 | 11,647  | D  |   |
| Common Stock <sup>(3)</sup>     | 02/11/2018                           |  | A                              |   | 48,908  | A          | \$0     | 60,555  | D  |   |
| Common Stock                    | 02/11/2018                           |  | F                              |   | 13,988  | D          | \$41.46 | 46,567  | D  |   |

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) |   | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) |     | 6. Date Exercisable and Expiration Date (Month/Day/Year) |                 | 7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4) | 10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 11. Nature of Indirect Beneficial Ownership (Instr. 4) |       |
|--|--|--------------------------------------|--|--------------------------------|---|--|-----|--|-----------------|---|--|--|---|--|-------|
|  |  |                                      |  | Code                           | V | (A)  | (D) | Date Exercisable   | Expiration Date |   |  |  |   |  | Title |
| Restricted Stock Units <sup>(4)</sup>      | \$0.0  | 02/10/2018                           |  | M                              |   | 4,286  |     | (5)  | (5)             | Common Stock  | 4,286                                      | \$0  | 4,285   | D  |       |
| Restricted Stock Units <sup>(6)</sup>      | \$0.0  | 02/11/2018                           |  | M                              |   | 2,717  |     | (5)  | (5)             | Common Stock  | 2,717                                      | \$0  | 0   | D  |       |

**Explanation of Responses:**

- The Common Stock reported in this item was issued and delivered upon the vesting of a grant of Restricted Stock Units ("RSUs") awarded on February 10, 2016.
- The Common Stock reported in this item was issued and delivered upon the vesting of a grant of RSUs awarded on October 1, 2015.
- On October 1, 2015, the Reporting Person received a grant of Performance Stock Units ("PSUs"). Under the grant, PSUs could be earned based on the achievement of certain financial targets. PSUs vested and settled in shares of common stock on February 11, 2018.
- The RSUs were awarded on February 10, 2016. One-third of the RSUs vested on February 10, 2018, and the remaining one-third will vest on February 10, 2019. Each RSU represents a right to receive one share of the Company's Common Stock upon settlement.
- The RSUs do not have a conversion or exercise price, or a date on which they are exercisable or expire.
- The RSUs in this item were granted on October 1, 2015 and were settled on February 11, 2018.

**Remarks:**

/s/ Tia Y. Turk, Attorney-In-Fact for Mr. Engle 02/13/2018

\*\* Signature of Reporting Person Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

\* If the form is filed by more than one reporting person, see Instruction 4 (b)(v).

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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